

**CERTIFICATION OF NAMED PLAINTIFF**

I, Ratan Lalchandani, hereby certify that the following is true and correct to the best of my knowledge, information and belief:

1. I have reviewed the complaint (the "Complaint") and would be willing to serve as a lead plaintiff on behalf of the class (the "Class") as defined in the Complaint, including providing testimony at deposition and trial, if necessary.

2. I did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in this private action.

3. My transactions in the securities of Veeco Instruments during the Class Period defined in the Complaint are set forth on Schedule A attached hereto.

4. During the three years prior to the date of this Certification, I have not sought to serve, nor have I served, as a representative party on behalf of a class in any private action arising under the federal securities laws.

5. I will not accept any payment for serving as a representative party on behalf of the Class beyond my pro rata share of any possible recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 21<sup>st</sup> day of February, 2005.

  
Ratan Lalchandani

**SCHEDULE A - TRANSACTIONS IN VEECO INSTRUMENTS****Purchases in Veeco Instruments**

<u>Date</u>	<u>Transaction</u>	<u>Price Per Share</u>
6/14/2004	5,000.00	\$24.50
6/17/2004	5,000.00	\$24.10
6/18/2004	5,000.00	\$23.10
7/2/2004	5,000.00	\$23.50
7/6/2004	5,000.00	\$22.70
7/8/2004	3,343.00	\$22.00
7/9/2004	5,000.00	\$22.00
7/12/2004	5,000.00	\$21.59
7/16/2004	5,000.00	\$21.40
7/28/2004	5,000.00	\$20.35
7/28/2004	5,000.00	\$20.35
8/6/2004	5,000.00	\$20.70
8/6/2004	5,000.00	\$20.60
10/14/2004	5,000.00	\$18.50
10/22/2004	800.00	\$18.35
11/10/2004	5,000.00	\$19.20
12/13/2004	5,000.00	\$19.40
1/4/2005	5,000.00	\$20.00
1/4/2005	5,000.00	\$19.50

**Sales in Veeco Instruments**

<u>Date</u>	<u>Transaction</u>	<u>Price Per Share</u>
6/15/04	4,900.00	\$24.90
6/15/04	100.00	\$24.79
6/22/04	100.00	\$23.89
6/22/04	5,000.00	\$23.95
6/22/04	4,900.00	\$23.90
7/8/2004	4,700.00	\$22.80
7/8/2004	200.00	\$22.75
7/8/2004	100.00	\$22.79
7/9/2004	500.00	\$22.20
8/23/2004	2,900.00	\$20.80
10/21/2004	5,000.00	\$18.65
10/25/2004	800.00	\$18.69
11/11/2004	4,400.00	\$19.35
11/11/2004	100.00	\$19.25
11/11/2004	500.00	\$19.35
12/13/2004	5,000.00	\$19.70

Setout price  
(2/11/05-  
4/15/05): \$14.8850

**Loss Analysis of Veeco Instruments, Inc.**  
Class period: 11/3/03-2/10/05

**Ratan LalChandani**

Transaction	Date	Amount	Price per share	Cost/ Proceeds	Loss
BUY	06/14/04	5,000.00	\$24.50	\$122,500.00	
BUY	06/17/04	5,000.00	\$24.10	\$120,500.00	
BUY	06/18/04	5,000.00	\$23.10	\$115,500.00	
BUY	07/02/04	5,000.00	\$23.50	\$117,500.00	
BUY	07/06/04	5,000.00	\$22.70	\$113,500.00	
BUY	07/08/04	3,343.00	\$22.00	\$73,546.00	
BUY	07/09/04	5,000.00	\$22.00	\$110,000.00	
BUY	07/12/04	5,000.00	\$21.59	\$107,950.00	
BUY	07/16/04	857.00	\$21.40	\$18,339.80	
		39,200.00		\$899,335.80	
SALE	06/15/04	-4,900.00	\$24.90	-\$122,010.00	
SALE	06/15/04	-100.00	\$24.79	-\$2,479.00	
SALE	06/22/04	-100.00	\$23.89	-\$2,389.00	
SALE	06/22/04	-5,000.00	\$23.95	-\$119,750.00	
SALE	06/22/04	-4,900.00	\$23.90	-\$117,110.00	
SALE	07/08/04	-4,700.00	\$22.80	-\$107,160.00	
SALE	07/08/04	-200.00	\$22.75	-\$4,550.00	
SALE	07/08/04	-100.00	\$22.79	-\$2,279.00	
SALE	07/09/04	-500.00	\$22.20	-\$11,100.00	
SALE	08/23/04	-2,900.00	\$20.80	-\$60,320.00	
SALE	10/21/04	-5,000.00	\$18.65	-\$93,250.00	
SALE	10/25/04	-800.00	\$18.69	-\$14,952.00	
SALE	11/11/04	-4,400.00	\$19.35	-\$85,140.00	
SALE	11/11/04	-100.00	\$19.25	-\$1,925.00	
SALE	11/11/04	-500.00	\$19.35	-\$9,675.00	
SALE	12/13/04	-5,000.00	\$19.70	-\$98,500.00	
		-39,200.00		-\$852,589.00	
			Loss on Sold Shares:		-\$46,746.80
BUY	07/16/04	4,143.00	\$21.40	\$88,660.20	-\$26,991.65
BUY	07/28/04	5,000.00	\$20.35	\$101,760.00	-\$27,335.00
BUY	07/28/04	5,000.00	\$20.35	\$101,750.00	-\$27,325.00
BUY	08/06/04	5,000.00	\$20.70	\$103,500.00	-\$29,075.00
BUY	08/06/04	5,000.00	\$20.60	\$103,000.00	-\$28,575.00
BUY	10/14/04	5,000.00	\$18.50	\$92,500.00	-\$18,075.00
BUY	10/22/04	800.00	\$18.35	\$14,680.00	-\$2,772.00
BUY	11/10/04	5,000.00	\$19.20	\$96,000.00	-\$21,575.00
BUY	12/13/04	5,000.00	\$19.40	\$97,000.00	-\$22,575.00
BUY	01/04/05	5,000.00	\$20.00	\$100,000.00	-\$25,575.00
BUY	01/04/05	5,000.00	\$19.50	\$97,500.00	-\$23,075.00
		49,943.00		\$996,350.20	
			Loss on Retained Shares:		-\$252,948.65
			<b>Ratan LalChandani Total Loss:</b>		<b>-\$299,695.45</b>